

File

Mr Scott

CANADIAN DYNO MINES LIMITED

ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of CANADIAN DYNO MINES LIMITED (the "Company") will be held at Suite 510, 25 Adelaide Street West, Toronto, Ontario, on Tuesday, January 30, 1968 at the hour of 10:00 o'clock in the forenoon (Toronto time) for the following purposes:

1. To receive the financial statements of the Company for the year ended July 31, 1967, together with the report of the auditors thereon;
2. To elect directors;
3. To appoint auditors; and
4. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

DATED the 12th day of January, 1968.

By Order of the Board,

R. D. BELL,
Secretary-Treasurer.

NOTE:

Forms of proxy in compliance with The Corporations Act, as amended, are enclosed. If you are unable to be present personally at the meeting, you are requested to complete and sign one of the accompanying forms of proxy and return the same in the envelope provided for that purpose.

INFORMATION CIRCULAR

Management Solicitation

This Information Circular is furnished in connection with the solicitation of proxies by the management of CANADIAN DYNO MINES LIMITED (the "Company") for use at the annual meeting of the shareholders of the Company to be held on Tuesday, January 30, 1968 at 10:00 o'clock in the forenoon (Toronto time) at Suite 510, 25 Adelaide Street West, Toronto, Ontario, for the purposes set out in the foregoing notice of meeting. The cost of solicitation will be borne by the Company.

The forms of proxy forwarded to shareholders with the notice of the meeting confer discretionary authority upon the proxy nominees with respect to amendments or variations of matters identified in the notice of meeting or other matters which may properly come before the meeting.

Proxies given by shareholders for use at the meeting may be revoked at any time prior to their use.

Voting Shares and Principal Holders Thereof

The authorized and issued capital of the Company consists of 3,000,000 shares with a par value of \$1 each, of which 2,861,000 shares are issued and outstanding as fully paid and non-assessable. Holders of outstanding shares of record at the time of the annual meeting will be entitled to one vote per share at such meeting.

To the knowledge of the directors and senior officers of the Company, Mogul Mines Limited beneficially owns 1,704,400 shares of the Company, being 59.6% of the outstanding shares of the Company.

Messrs. R. D. Bell, P. S. Cross, G. D. Pattison and S. A. Perry, directors and/or senior officers of the Company are also directors and/or senior officers of Mogul Mines Limited.

Election of Directors

<u>Name and office held</u>	<u>Present principal occupation and principal occupations within 5 preceding years</u>	<u>Year first became a director</u>	<u>Shares of the Company beneficially owned, directly or indirectly, as of Jan. 12, 1968</u>
S. A. Perry President and Director	President Perry-Pattison Limited, Corporate Secretaries and Mining Executives	1957	1
G. D. Pattison Vice-President and Director	Vice-President Perry-Pattison Limited, Corporate Secretaries and Mining Executives	1961	1
Colin A. Campbell Director	Consulting Mining Engineer Self-employed	1954	1
P. S. Cross Director	Mining Engineer, employed by Mogul Mines Limited	1967	1
G. C. Knowles Director	Prior to 1965 Chairman of Board of Ross, Knowles & Co. Ltd. From 1965 to present Investment Consultant	1957	1,001
L. Pancer Director	Consulting Mining Engineer Self-employed	1953	626
Harlow H. Wright Director	Consulting Mining Engineer Self-employed	1957	131

Each of the above persons are proposed to be elected as a director of the Company to serve until the next annual meeting of shareholders or until his successor is elected or appointed. **It is intended that the shares represented by proxies solicited by Management will be voted in favour of the election of such persons as directors of the Company.**

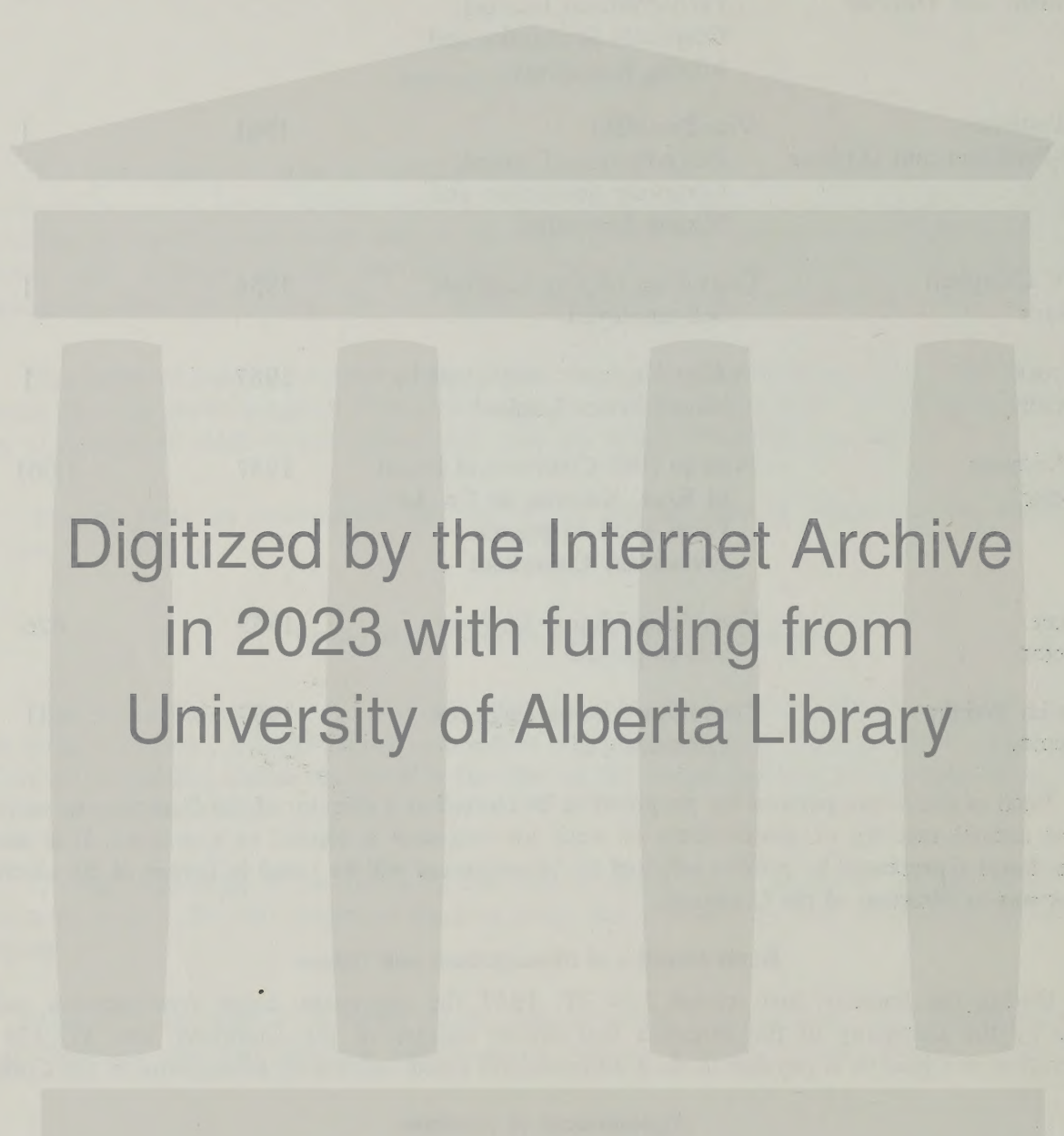
Remuneration of Management and Others

During the financial year ended July 31, 1967 the aggregate direct remuneration paid or payable by the Company to the directors and senior officers of the Company was \$11,120. No remuneration was paid or is payable to such directors and senior officers by subsidiaries of the Company.

Appointment of Auditors

Management of the Company proposes to nominate Messrs. Thorne, Gunn, Helliwell & Christenson, the present auditors, as auditors of the Company to hold office until the next annual meeting of shareholders. **It is intended that the shares represented by proxies solicited by Management will be voted in favour of the appointment of Messrs. Thorne, Gunn, Helliwell & Christenson as auditors of the Company.**

January 12, 1968



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CANADIAN DYNO MINES LIMITED

Suite 509, 25 Adelaide Street West
Toronto 1, Ontario

TO THE SHAREHOLDERS:

A General Meeting of Shareholders will be held on November 19, 1968 to consider an amalgamation of Canadian Dyno Mines Limited, Mogul Mines Limited, Lorado Uranium Mines Limited and Yale Lead & Zinc Mines Limited.

Over the past few years, each of the amalgamating companies has shared to a large extent management and financial sponsorship. Consequently, it is now believed that the companies would be better served by a joining of interests whereby assets are in one corporate entity. The proposed amalgamation will enable the new company, to be called International Mogul Mines Limited, to:

- (1) permit your Company to join together in the new company with Mogul Mines Limited, a company with a common interest in mining which at the present time owns approximately 70% of the share capital of your Company;
- (2) provide a diversification of interests to the benefit of all shareholders;
- (3) realize administrative savings and improve management efficiency as a result of the simplification in the corporate structure of the group; and
- (4) provide a broad base for future expansion and growth.

The aggregate quoted market values of the shares of the amalgamating companies exceeds \$50,000,000. There is little doubt that International Mogul will have a greater growth potential and a more secure financial base than that of the individual amalgamating companies.

The basis for the proposed share exchange has been determined with relation to average recent market values and will give you one share in International Mogul for each $6\frac{7}{10}$ shares you hold in Canadian Dyno. Immediately after amalgamation, the issued capital of International Mogul will be 2,605,862 shares, which shares will be listed on The Toronto Stock Exchange. Included in the assets contributed to the amalgamation are:

by Canadian Dyno Mines Limited—a 16.4% interest in New Quebec Raglan Mines Limited and other investments;

by Mogul Mines Limited—a 75% interest in Mogul of Ireland Limited, which operates a producing lead, zinc and silver mine in Ireland and other investments;

by Lorado Uranium Mines Limited—a 16.4% interest in The Grand Bahama Development Company, Limited; and

by Yale Lead & Zinc Mines Limited—an interest in a barite fluorite property in Nova Scotia.

Detailed information concerning these assets is provided in the accompanying circular relating to the amalgamated company, to which we draw your attention.

Your Directors are of the opinion that the amalgamation is in your best interests and that the share exchange proposed is fair and equitable, and recommend that you vote in favour of the amalgamation.

Yours very truly,

S. A. PERRY,
President.

Toronto, Ontario,
November 1, 1968.

CANADIAN DYNO MINES LIMITED

General Meeting of Shareholders

NOTICE IS HEREBY GIVEN that a general meeting of the shareholders of CANADIAN DYNO MINES LIMITED (the "Company") will be held at the Penthouse Floor, Canada Trust Building, 110 Yonge Street, Toronto, Ontario, on Tuesday, November 19, 1968, at the hour of 10:00 o'clock in the forenoon (Toronto time) for the following purposes:

A. To consider and, if approved, to confirm with or without variation, a resolution passed by the directors of the Company authorizing an application to the Lieutenant Governor of the Province of Ontario for the issue of supplementary letters patent, among other things,

- (a) extending the objects of the Company and making the Company not subject to Part IV of The Corporations Act (Ontario) and varying the provisions of the letters patent incorporating the Company accordingly;
- (b) changing the 3,000,000 shares with a par value of \$1 each in the capital of the Company, issued and unissued, into 3,000,000 issued and unissued shares without par value; and
- (c) after giving effect to the foregoing, decreasing the issued capital of the Company by the amount of \$544,509.39.

A copy of such directors' resolution is attached hereto and forms part hereof.

B. To consider and, if approved, to adopt the agreement dated October 31, 1968 made between the Company, Mogul Mines Limited, Lorado Uranium Mines Limited and Yale Lead & Zinc Mines Limited providing, on the terms and conditions therein set out, for the amalgamation of the Company, Mogul Mines Limited, Lorado Uranium Mines Limited and Yale Lead & Zinc Mines Limited. A copy of the said agreement is annexed as a Schedule to the information circular attached hereto and is deemed to form part hereof.

C. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

NOTICE IS HEREBY FURTHER GIVEN that certain of the directors of the Company beneficially own, directly or indirectly, shares of the Company and are directors and/or officers and/or beneficially own, directly or indirectly, shares of other amalgamating companies, as to which reference is made to the material under the heading "Interlocking Interests of Directors and Officers" in the information circular attached hereto, which material is deemed to form part hereof. Such ownership of shares by such directors and/or the holding of such offices as directors or officers constitute or may constitute an interest in the above mentioned amalgamation, which interest is hereby declared.

DATED the 1st day of November, 1968.

By Order of the Board,

ROBERT D. BELL, C.A.,
Secretary-Treasurer.

NOTE:

Shareholders who are unable to be present personally at the meeting are requested to sign and return, in the envelope provided for that purpose, one of the accompanying forms of proxy for use at the meeting.

CANADIAN DYNOL MINES LIMITED

The following is a copy of the directors' resolution referred to in the notice attached hereto and which forms part thereof.

WHEREAS the authorized capital of the Company is divided into Three Million (3,000,000) shares with a par value of One dollar (\$1) each, of which Two Million, Eight Hundred and Sixty-one Thousand (2,861,000) of the said shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the issued capital of the Company is Two Million, Eight Hundred and Sixty-one Thousand dollars (\$2,861,000);

AND WHEREAS it is considered necessary and expedient in the interest of the Company to apply for the issue of supplementary letters patent for the purposes hereinafter provided;

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

A. The Company be and it is hereby authorized to make application to the Lieutenant Governor of the Province of Ontario for the issue of supplementary letters patent

1. extending the objects of the Company by adding thereto the following:

“(c) To carry on (either directly or through subsidiaries) in all its branches the business of mining, milling, exploration and development;”

2. making the Company not subject to Part IV of The Corporations Act and varying the provisions of the letters patent incorporating the Company by deleting and expunging therefrom the clause: “And it is hereby ordained and declared that the said Company shall be subject to the provisions of Part XI of The Companies Act”;

3. changing the Three Million (3,000,000) shares with a par value of One dollar (\$1) each in the capital of the Company, issued and unissued, into Three Million (3,000,000) issued and unissued shares without par value; provided that the Three Million (3,000,000) shares without par value shall not be issued for a consideration exceeding in amount or value the sum of Three Million dollars (\$3,000,000) or such greater amount as the board of directors of the Company deems expedient on payment to the Treasurer of Ontario of the fees payable on such greater amount and on the issuance by the Provincial Secretary of a certificate of such payment;

4. after giving effect to the foregoing, decreasing the issued capital of the Company by the amount of Five Hundred and Forty-four Thousand, Five Hundred and Nine dollars and Thirty-nine cents (\$544,509.39);

5. declaring that the authorized capital of the Company after giving effect to the foregoing will consist of Three Million (3,000,000) shares without par value; provided that the Three Million (3,000,000) shares without par value shall not be issued for a consideration exceeding in amount or value the sum of Three Million dollars (\$3,000,000) or such greater amount as the board of directors of the Company deems expedient on payment to the Treasurer of Ontario of the fees payable on such greater amount and on the issuance by the Provincial Secretary of a certificate of such payment; and

6. declaring that the issued capital of the Company after giving effect to the foregoing will be Two Million, Three Hundred and Sixteen Thousand, Four Hundred and Ninety dollars and Sixty-one cents (\$2,316,490.61).

B. The directors and/or the proper officers of the Company be and they are hereby authorized and directed on behalf of the Company to sign and execute all documents and to do all things necessary or desirable in connection with the foregoing.

CANADIAN DYNO MINES LIMITED

Information Circular

MANAGEMENT SOLICITATION

This information circular is furnished in connection with the solicitation of proxies by the Management of CANADIAN DYNO MINES LIMITED (the "Company") for use at the general meeting of the shareholders of the Company to be held on Tuesday, November 19, 1968 at 10:00 o'clock in the forenoon (Toronto time) at the Penthouse Floor, Canada Trust Building, 110 Yonge Street, Toronto, Ontario for the purposes set out in the foregoing notice of meeting. The cost of solicitation will be borne by the Company.

The forms of proxy forwarded to shareholders with the notice of meeting confer discretionary authority upon the proxy nominees with respect to amendments or variations of matters identified in the notice of meeting or of other matters which may properly come before the meeting. The forms of proxy afford the shareholder an opportunity to specify that the shares registered in his name shall be voted by the nominee named in such proxy in favour of or against (i) the confirmation of the directors' resolution authorizing an application to the Lieutenant Governor of the Province of Ontario for the issue of supplementary letters patent for the purposes, among others, of (a) extending the objects of the Company and making the Company not subject to Part IV of The Corporations Act, (b) changing the issued and unissued shares of the Company with a par value of \$1 each into shares without par value and (c) after giving effect to the foregoing, decreasing the issued capital of the Company by the amount of \$544,509.39, and (ii) the adoption of an agreement dated October 31, 1968 made between the Company, Mogul Mines Limited, Lorado Uranium Mines Limited and Yale Lead & Zinc Mines Limited providing, on the terms and conditions therein set out, for the amalgamation of such companies. **In respect to proxies in which the shareholders have not specified that the proxy nominees are required to vote for or against, as the case may be, the confirmation of the said directors' resolution, and/or the adoption of the said amalgamation agreement, the shares represented by the proxies will be voted in favour of such matters.** The shares represented by the proxies will be voted at the meeting and if a choice is specified in the above mentioned manner in the form of proxy with respect to such matters, the shares will be voted in accordance with the specification so made.

The Management knows of no matters to come before the meeting other than the matters referred to in the notice of meeting. However, if any other matters which are not now known to the Management should properly come before the meeting, the proxy will be voted on such matters in accordance with the best judgment of the proxy nominees.

Proxies given by shareholders for use at the meeting may be revoked at any time prior to their use.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of 3,000,000 shares with a par value of \$1 each, of which 2,861,000 shares are issued and outstanding as fully paid and non-assessable. Holders of outstanding shares of record at the time of the general meeting of shareholders will be entitled to one vote per share at such meeting.

To the knowledge of the directors and senior officers of the Company, Mogul Mines Limited beneficially owns more than 10% of the outstanding shares with a par value of \$1 each of the Company. Mogul Mines Limited owns 2,026,730 shares, being 70.8% of the outstanding shares of the Company.

PROPOSED APPLICATION FOR SUPPLEMENTARY LETTERS PATENT

As an antecedent condition to the proposed amalgamation described below, the directors of the Company have decided that it is in the best interests of the amalgamated company to result from the amalgamation of the amalgamating companies that the Company apply for supplementary letters patent for the purposes referred to in the annexed notice of meeting. The result of the issuance of supplementary letters patent to the Company together with similar steps proposed to be taken by the other amalgamating companies will be to eliminate in the capital stock account of the amalgamated company amounts in respect of discounts on prior issuance of par value shares, certain (but not all) contributed surplus arising from prior issuances of par value shares at a premium and on corporate reorganizations and accumulated operating deficits. These various amounts presently carried in the balance sheets of the amalgamating companies have come into existence during past periods and, in the opinion of the directors, should not, to the extent possible, be carried forward into the shareholders' equity section of the balance sheet of the amalgamated company, which for all practical purposes is a new corporate entity.

PROPOSED AMALGAMATION

The meeting has also been called as a general meeting of shareholders to consider and, if approved, to adopt an amalgamation agreement dated October 31, 1968 made between the Company, Mogul Mines Limited, Lorado Uranium Mines Limited and Yale Lead & Zinc Mines Limited providing, on the terms and conditions therein set out, for the amalgamation of such companies under the provisions of Section 96 of The Corporations Act (Ontario). The said amalgamation agreement is annexed as a Schedule to this information circular. Reference is made thereto for the full terms and conditions of the amalgamation.

The legal effect of the proposed transaction is to bring together the amalgamating companies into one continuing corporation under the name "International Mogul Mines Limited". The result of the amalgamation is to fuse the assets and liabilities of the amalgamating companies.

The directors of the amalgamating companies have approved the amalgamation agreement. In the opinion of Management of the Company, the amalgamation will result in substantial advantages to shareholders. The amalgamation will bring into one corporation substantial assets presently owned by the various amalgamating companies, thereby creating a major corporate entity better able to acquire additional mining and other related assets. The Company is over 70% controlled by Mogul Mines Limited. The Company and Mogul Mines Limited have long held a substantial interest in Lorado Uranium Mines Limited and Mogul Mines Limited holds a substantial interest in Yale Lead & Zinc Mines Limited. The amalgamation, therefore, brings together into one corporate entity this group of associated companies.

As a result of the amalgamation, the shareholders of the Company (other than Mogul Mines Limited) will receive one share of the amalgamated company for each $6\frac{7}{10}$ shares of the Company; the shareholders of Mogul Mines Limited will receive one share of the amalgamated company for each 4 shares of Mogul Mines Limited; the shareholders of Lorado Uranium Mines Limited (other than the Company and Mogul Mines Limited) will receive one share of the amalgamated company for each $8\frac{9}{10}$ shares of Lorado Uranium Mines Limited; the shareholders of Yale Lead & Zinc Mines Limited (other than Mogul Mines Limited) will receive one share of the amalgamated company for each 84 shares of Yale Lead & Zinc Mines Limited. The amalgamation agreement provides that shares of any of the amalgamating companies owned by any other amalgamating company will be cancelled without repayment of capital in the amalgamation.

These bases of conversion to be effected by the amalgamation are set out in the amalgamation agreement and have been determined in relation to average market prices for the shares of the amalgamating companies during the period October 1, 1968 to October 29, 1968. After taking into consideration all relevant factors, the directors of the amalgamating companies determined that current market prices constitute the fair basis of conversion for the amalgamation. In reaching such determination the directors have had the advice and assistance of Thorne, Gunn, Helliwell & Christenson, auditors of each of the amalgamating companies other than Lorado Uranium Mines Limited, and Touche, Ross, Bailey & Smart, acting as financial consultants.

PRICE RANGES OF SHARES OF AMALGAMATING COMPANIES

The shares of the amalgamating companies are listed on The Toronto Stock Exchange. The reported high and low sale price for a board lot of shares of each of the amalgamating companies on The Toronto Stock Exchange for each quarterly period during the five years ended September 30, 1968 were as follows:

Quarterly Period Ended	Mogul		Dyno		Lorado		Yale	
	High	Low	High	Low	High	Low	High	Low
December 31, 1963	4.95	1.08	1.12	.87	1.94	1.35	.15	.08
March 31, 1964	5.75	4.20	1.25	1.01	2.24	1.71	.15½	.11
June 30, 1964	5.45	3.45	1.49	1.02	1.83	1.50	.14	.10
September 30, 1964	4.10	3.50	2.20	1.03	1.80	1.43	.12½	.10
December 31, 1964	4.85	3.65	1.49	1.20	1.87	1.50	.19	.10½
March 31, 1965	6.25	4.70	1.75	1.40	1.95	1.45	.17½	.11
June 30, 1965	5.50	3.90	1.84	1.25	1.62	1.10	.14½	.10
September 30, 1965	4.75	3.55	1.70	1.28	1.62	1.19	.12½	.09
December 31, 1965	4.35	3.65	1.77	1.35	1.50	1.20	.18	.11
March 31, 1966	4.45	3.20	1.90	1.54	1.42	1.14	.23	.13
June 30, 1966	3.75	3.25	1.91	1.56	1.35	1.10	.28	.19
September 30, 1966	4.45	3.25	1.89	1.53	1.30	1.04	.25	.18
December 31, 1966	3.90	3.15	1.52	1.25	1.15	.86	.22	.15½
March 31, 1967	3.60	3.10	1.74	1.36	1.15	.75	.21	.16
June 30, 1967	3.75	2.90	1.50	1.32	1.06	.75	.25	.17½
September 30, 1967	4.35	3.00	1.99	1.41	1.10	.75	.34	.20
December 31, 1967	4.80	3.50	2.25	1.75	1.15	.81	.30½	.21½
March 31, 1968	4.75	3.65	2.70	1.95	1.41	.91	.27	.19
June 30, 1968	5.25	4.20	2.80	2.15	2.05	1.00	.25	.18
September 30, 1968	5.10	4.15	3.30	2.50	2.25	1.36	.23½	.16

CAPITALIZATION

(after giving effect to the proposed amalgamation)

Following the amalgamation, the capitalization of the amalgamated company will be as follows:

Authorized—4,000,000 shares without par value
 Issued —2,605,862 shares

TORONTO STOCK EXCHANGE LISTING

The Toronto Stock Exchange has approved of the listing on the Exchange of the shares of the amalgamated company subject to the amalgamation being approved by the shareholders of the amalgamating companies and to the issuance of letters patent of amalgamation.

TAX EFFECT OF REORGANIZATION AND AMALGAMATION

In the opinion of counsel, the proposed reorganization of capital and amalgamation will not result in any liability for Canadian tax to shareholders.

INTERLOCKING INTERESTS OF DIRECTORS AND OFFICERS

The shareholdings and interlocking interests of the directors and officers of each of the amalgamating companies is shown in the following table:

Name	Office held and shares beneficially owned, directly or indirectly			
	Mogul	Dyno	Lorado	Yale
S. A. Perry	Chairman of the Board Director	President Director	— Director	President Director
D. W. Knight (1)	President Director	—	—	—
G. D. Pattison	Executive Vice-President Director 39 shares	Vice- President Director	Vice- President Director 92 shares	Vice- President Director
R. D. Bell	Secretary- Treasurer Director 7,000 shares	Secretary- Treasurer	Secretary- Treasurer Director 1,000 shares	Secretary- Treasurer Director
J. P. Brisbois	Assistant Secretary- Treasurer	Assistant Secretary- Treasurer	Assistant Treasurer	Assistant Secretary- Treasurer Director
P. S. Cross	Director 20,000 shares	Director	—	—
R. A. Davies, Q.C.	Director 12,000 shares	—	—	—
E. T. Donaldson (2)	Director 138,300 shares	— 7,500 shares	Director	—
L. C. Burns	Director 200 shares	—	—	—
John Kostuik	Director 7,500 shares	—	—	—
E. B. McConkey	Director 500 shares	—	—	—
Anthony Roman	Director 500 shares	—	—	—
Stephen B. Roman	Director	—	—	—
Colin A. Campbell	—	Director	—	—
George C. Knowles	—	Director 2,600 shares	—	—
Harlow H. Wright	—	Director 131 shares	President Director 20,610 shares	—
L. Pancer	—	Director 625 shares	—	—
R. A. Cranston, Q.C.	—	—	Assistant- Secretary Director	—
J. L. C. Jenner	—	—	Director	—
W. W. Weber	— 13,000 shares	—	—	Director

NOTES:

- (1) Mr. D. W. Knight beneficially owns more than 10% of the voting shares of Dobieco Limited and Draper Dobie & Company Limited. Dobieco Limited beneficially owns 275,369 shares of Mogul, 550,900 shares of Lorado and 415,000 shares of Yale. Draper Dobie & Company Limited beneficially owns 227,909 shares of Mogul. Dobieco Limited and the Estate of H. W. Knight, Jr. beneficially own approximately 68% of the outstanding shares of North Coldstream Mines Limited which beneficially owns 2,100,000 shares of Mogul.
- (2) Mr. E. T. Donaldson and Evandon Explorations Limited (a company owned by Mr. Donaldson and members of his family) beneficially own approximately 13.1% of the outstanding shares of New Quebec Raglan Mines Limited.

INTEREST OF MANAGEMENT AND OTHERS IN PROPOSED AMALGAMATION

The directors or senior officers of the Company and their associates have no material interest, direct or indirect, in the proposed amalgamation except as shareholders of the amalgamating companies as shown in the above table.

EXCHANGE OF SHARE CERTIFICATES

If the amalgamation agreement is adopted by the shareholders of the amalgamating companies and letters patent of amalgamation subsequently issued, shareholders will be notified with respect to the surrender of certificates for outstanding shares of the amalgamating companies for cancellation and as to the means of receiving certificates for shares of the amalgamated company to which they are entitled. Persons entitled to receive fractions of shares of the amalgamated company will not be entitled to be registered on its books in respect thereof or to receive share certificates therefor. Persons entitled to receive fractions of shares of the amalgamated company will be given an opportunity to instruct Guaranty Trust Company of Canada, acting as agent for the shareholders, either to purchase such additional fractions of shares as may be necessary to make whole shares or to sell fractions of shares to which shareholders are entitled and to remit the proceeds in cash.

REQUIRED ACTION BY SHAREHOLDERS

The requisite vote of shareholders required with respect to the foregoing matters is as follows:

- (i) the directors' resolution respecting the application for supplementary letters patent is required by law to be confirmed, with or without variation, as a special resolution by at least two-thirds of the votes cast at the general meeting of shareholders; and
- (ii) the amalgamation agreement is required by law to be adopted by at least two-thirds of the votes cast at the general meeting of shareholders.

RECOMMENDATIONS OF MANAGEMENT

In the opinion of the directors, the changes contemplated by the directors' resolution authorizing an application for supplementary letters patent are in the best interests of the Company and its shareholders for the reasons outlined under the heading "Proposed Application for Supplementary Letters Patent", and the directors recommend that the shareholders of the Company vote in favour of the confirmation of such resolution.

The directors of the Company consider the proposed amalgamation to be in the best interests of the Company and its shareholders and recommend that the shareholders of the Company vote in favour of the adoption of the amalgamation agreement to be voted on at the general meeting of shareholders. In notices concurrently being forwarded to the shareholders of the other amalgamating companies, the directors of such other amalgamating companies are also recommending to shareholders that they vote in favour of the adoption of the amalgamation agreement.

Accompanying this notice of meeting and information circular is a circular setting out, on a pro forma basis, information and financial statements with respect to International Mogul Mines Limited, the amalgamated company to result from the proposed amalgamation. Included in such circular are audited financial statements as at August 31, 1968 of the Company and each of the other amalgamating companies and a pro forma consolidated balance sheet of the amalgamated company. The information set out herein and in such circular of the amalgamated company should enable shareholders to exercise informed judgment as to whether they should vote for or against the proposed amalgamation.

October 31, 1968

This is the Schedule to the foregoing Information Circular

MEMORANDUM OF AGREEMENT made the 31st day of October, 1968.

BETWEEN:

MOGUL MINES LIMITED, a company incorporated under the laws of the Province of Ontario (hereinafter called "Mogul"),

OF THE FIRST PART,

—and—

CANADIAN DYNO MINES LIMITED, a company incorporated under the laws of the Province of Ontario (hereinafter called "Dyno"),

OF THE SECOND PART,

—and—

LORADO URANIUM MINES LIMITED, a company incorporated under the laws of the Province of Ontario (hereinafter called "Lorado"),

OF THE THIRD PART,

—and—

YALE LEAD & ZINC MINES LIMITED, a company incorporated under the laws of the Province of Ontario (hereinafter called "Yale"),

OF THE FOURTH PART.

WHEREAS Mogul was incorporated under the laws of the Province of Ontario by letters patent dated May 29, 1945;

AND WHEREAS Dyno was incorporated under the laws of the Province of Ontario by letters patent dated January 15, 1941;

AND WHEREAS Lorado was incorporated under the laws of the Province of Ontario by letters patent dated April 10, 1952;

AND WHEREAS Yale was incorporated under the laws of the Province of Ontario by letters patent dated December 18, 1948;

AND WHEREAS each of the parties hereto has the same or similar objects;

AND WHEREAS the authorized capital of Mogul is divided into 15,000,000 shares without par value, of which 7,543,246 of the said shares have been issued and are now outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Dyno is \$3,000,000 divided into 3,000,000 shares with a par value of \$1 each, of which 2,861,000 of the said shares have been issued and are now outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Lorado is \$7,000,000 divided into 7,000,000 shares with a par value of \$1 each, of which 6,394,390 of the said shares have been issued and are now outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Yale is \$5,000,000 divided into 5,000,000 shares with a par value of \$1 each, of which 4,692,006 of the said shares have been issued and are now outstanding as fully paid and non-assessable;

AND WHEREAS applications for supplementary letters patent are proposed to be filed on behalf of Dyno, Lorado and Yale and following the issuance of such supplementary letters patent the authorized capital of Dyno will be divided into 3,000,000 shares without par value, the authorized capital of Lorado will be divided into 7,000,000 shares without par value and the authorized capital of Yale will be divided into 5,000,000 shares without par value;

AND WHEREAS each party hereto has made full and complete disclosure to the other parties hereto of its known assets and liabilities;

AND WHEREAS under the authority conferred by The Corporations Act (Ontario) the parties hereto desire and have agreed to amalgamate upon the terms and conditions hereinafter set out and to continue as one company;

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

1. In this agreement the term "Amalgamated Company" shall mean the company continuing from the amalgamation of Mogul, Dyno, Lorado and Yale.
2. Mogul, Dyno, Lorado and Yale do hereby agree to amalgamate under the provisions of Section 96 of The Corporations Act (Ontario) and to continue as one company upon the terms and conditions hereinafter set out.
3. The name of the Amalgamated Company shall be INTERNATIONAL MOGUL MINES LIMITED or any variation thereof acceptable to the Lieutenant Governor of the Province of Ontario.
4. The objects of the Amalgamated Company shall be as follows:
 - (a) To carry on (either directly or through subsidiaries) in all its branches the business of mining, milling, exploration and development;
 - (b) To acquire, own, lease, prospect for, open, explore, develop, work, improve, maintain and manage mining claims, mineral rights, mining properties or any interest therein, mines and mineral lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyze, reduce, amalgamate, refine, pipe, convey and otherwise treat ores, metals and minerals, whether belonging to the Company or not, and to render the same merchantable and to sell or otherwise dispose of the same or any part thereof or interest therein;
 - (c) To take, acquire and hold as consideration for ores, metals or minerals sold or otherwise disposed of or for goods, supplies or for work done by contract or otherwise, shares, debentures or other securities of or in any other company having objects similar, in whole or in part, to those of the Company hereby incorporated and to sell and otherwise dispose of the same;
 - (d) To invest in real property of every kind and description and in shares, bonds, debentures and other securities and other evidences of indebtedness and to invest and lend money without security or on the security of personal property and to accept as security for any obligation, guarantee or amount owing by any person, corporation or association to the Company any security and to change, alter or realize upon any investments and to re-invest any moneys which may at any time be available for that purpose; and
 - (e) To guarantee, with or without security, the performance of contracts and the performance of any obligations or undertaking of any person, partnership, company, firm or association, including the payment of dividends, interest, principal and premium, if any, of or on shares, bonds, debentures or other securities and evidences of indebtedness and obligations, mortgages or liabilities of any such person, partnership, company, firm or association

and to accept as security for any loans and guarantees made or given by the Company any security that may be offered by such person, partnership, company, firm or association, including shares, bonds, debentures, pledges, liens or other securities or obligations of such companies, firms or associations.

5. The Amalgamated Company shall not be subject to the provisions of Part IV of The Corporations Act (Ontario).

6. The authorized capital of the Amalgamated Company is to be divided into 4,000,000 shares without par value; provided that the shares shall not be issued for a consideration exceeding in amount or value the sum of \$45,000,000, or such greater amount as the board of directors of the Company may deem expedient on payment to the Treasurer of Ontario of the fees payable on such greater amount and on the issuance by the Provincial Secretary of a certificate of such payment.

7. The issued capital of the Amalgamated Company shall be \$11,046,079.

8. The following shares shall be cancelled without repayment of capital on the date of the letters patent confirming this agreement:

- (a) The 2,026,730 shares without par value in the capital of Dyno registered in the name of Mogul;
- (b) The 315,000 shares without par value in the capital of Lorado registered in the name of Mogul;
- (c) The 1,215,000 shares without par value in the capital of Lorado registered in the name of Dyno;
- (d) The 578,300 shares without par value in the capital of Yale registered in the name of Mogul.

9. The shares of Mogul, Dyno, Lorado and Yale which are issued and outstanding immediately prior to the date of the letters patent confirming this agreement (excluding therefrom the shares to be cancelled as described in paragraph 8 hereof) shall, on and from such last mentioned date, be converted into issued shares of the Amalgamated Company as follows:

(a) The 7,543,246 shares without par value in the capital of Mogul shall be converted into shares without par value in the capital of the Amalgamated Company on the basis of 1 share of the Amalgamated Company for each 4 shares of Mogul;

(b) The 834,270 shares without par value in the capital of Dyno shall be converted into shares without par value in the capital of the Amalgamated Company on the basis of 1 share of the Amalgamated Company for each $6\frac{7}{10}$ shares of Dyno;

(c) The 4,864,390 shares without par value in the capital of Lorado shall be converted into shares without par value in the capital of the Amalgamated Company on the basis of 1 share of the Amalgamated Company for each $8\frac{9}{10}$ shares of Lorado;

(d) The 4,113,706 shares without par value in the capital of Yale shall be converted into shares without par value in the capital of the Amalgamated Company on the basis of 1 share of the Amalgamated Company for each 84 shares of Yale.

10. After the issue of letters patent confirming this agreement, the shareholders of Mogul, Dyno, Lorado and Yale when requested by the Amalgamated Company to do so shall surrender the certificates representing the shares of Mogul, Dyno, Lorado and Yale held by them respectively for cancellation and shall be entitled to receive certificates for shares of the Amalgamated Company on the bases aforesaid, provided that those persons who were shareholders of Mogul, Dyno, Lorado or Yale and who by reason of the conversions referred to in clause 9 hereof become entitled to fractions of shares of the Amalgamated Company shall not be entitled to be registered on the books of the Amalgamated Company in respect thereof or to receive share certificates therefor.

11. The head office of the Amalgamated Company shall be situate in the Municipality of Metropolitan Toronto in the County of York in the Province of Ontario.

12. The board of directors of the Amalgamated Company, until otherwise determined by special resolution, shall consist of twelve (12) members.

The first directors of the Amalgamated Company with their names, callings and places of residence shall be the following:

<u>Name</u>	<u>Calling</u>	<u>Residence</u>
ROBERT DONALD BELL	Mining Executive	7 Hi Mount Drive, Willowdale, Ontario.
LATHAM CAWTHRA BURNS	Investment Dealer	261 Warren Road, Toronto 7, Ontario.
PHILIP SYDNEY CROSS	Mining Engineer	82 Kilbarry Road, Toronto 7, Ontario.
ROBERT ADAIR DAVIES, Q.C.	Solicitor	21 Ava Road, Toronto 10, Ontario.
EVAN THOMAS DONALDSON	Mine Developer	49 Thorncliffe Park Drive, Toronto 17, Ontario.
WILLIAM JAMES	Consulting Geologist	41 St. Leonards Avenue, Toronto 12, Ontario.
DAVID WALLACE KNIGHT	Mining Executive	27 Dale Avenue, Toronto 5, Ontario.
JOHN KOSTUIK	Mining Executive	16 Belleglade Court, Weston, Ontario.
EDWARD BRUCE MCCONKEY	Mining Executive	51 Burnview Crescent, Scarborough, Ontario.
GEORGE DONALD PATTISON	Mining Executive	R.R. #2, Aurora, Ontario.
SYDNEY ALBERT PERRY	Mining Executive	1 Benvenuto Place, Toronto 7, Ontario.
ANTHONY ROMAN	Mining Executive	R.R. #2, Gormley, Ontario.

The said first directors shall hold office until the first annual meeting of the Amalgamated Company or until their successors are elected or appointed. The subsequent directors shall be elected in accordance with the foregoing and the provisions of The Corporations Act (Ontario).

The management and working of the Amalgamated Company shall be under the control of the board of directors from time to time in office, subject to the provisions of The Corporations Act (Ontario).

13. The by-laws of Mogul shall, so far as applicable, be the by-laws of the Amalgamated Company until repealed, amended or otherwise altered.

14. Each of the parties hereto shall contribute to the Amalgamated Company all its assets, subject to its liabilities, as such exist immediately before the amalgamation.

15. The Amalgamated Company shall possess all the property, rights, privileges and franchises as such exist immediately before the amalgamation, and shall be subject to all the liabilities, contracts, disabilities and debts as such exist immediately before the amalgamation of Mogul, Dyno, Lorado and Yale.

16. Upon the shareholders of Mogul, Dyno, Lorado and Yale respectively adopting this agreement, such facts shall be certified upon this agreement by the Secretary of each of the parties hereto under their respective corporate seals and the parties hereto by their joint application shall apply to the Lieutenant Governor of the Province of Ontario for letters patent confirming this agreement.

17. Mogul, Dyno, Lorado and Yale may by resolution of their respective directors assent to any alteration or modification of this agreement which the shareholders of the respective companies at meetings called to consider the same or the Provincial Secretary of Ontario may approve.

IN WITNESS WHEREOF this agreement has been executed by the parties hereto under their respective corporate seals.

CANADIAN DYNO MINES LIMITED

by (Sgd.) "S. A. PERRY"
President

(Sgd.) "J. P. BRISBOIS" C.S.
Assistant Secretary-Treasurer

LORADO URANIUM MINES LIMITED

by (Sgd.) "H. H. WRIGHT"
President

(Sgd.) "E. T. DONALDSON" C.S.
Director

MOGUL MINES LIMITED

by (Sgd.) "D. W. KNIGHT"
President

(Sgd.) "R. D. BELL" C.S.
Secretary-Treasurer

YALE LEAD & ZINC MINES LIMITED

by (Sgd.) "S. A. PERRY"
President

(Sgd.) "G. D. PATTISON" C.S.
Vice-President

FOR RELEASE NOVEMBER 1, 1968, 3:30 p.m.

An agreement of amalgamation between Mogul Mines Limited, Canadian Dyno Mines Limited, Lorado Uranium Mines Limited and Yale Lead & Zinc Mines Limited has been approved by the Directors of the amalgamating companies subject to approval by the shareholders of each company.

The amalgamated company will be named International Mogul Mines Limited and its shares will be listed on the Toronto Stock Exchange.

Shareholders of each amalgamating company will receive shares of International Mogul on the following basis:

1	share	International Mogul	for	4	shares	Mogul Mines	
1	"	"	"	6-7/10	"	Canadian Dyno	<i>uncommon</i>
1	"	"	"	8-9/10	"	Lorado	<i>uncommon</i>
1	"	"	"	84	"	Yale	

The share exchange is based on the average market prices on the Toronto Stock Exchange during the period from October 1 to October 29 of the shares of each of the amalgamating companies.

Capitalization of International Mogul Mines Limited will be as follows:

Authorized	-	4,000,000 shares without par value
Issued	-	2,605,862 shares

The amalgamation will bring into one corporation substantial assets now owned by the various amalgamating companies thereby creating a major corporate entity better able to acquire additional mining and other related assets.

Suite 509 - 25 Adelaide St. W.,
Toronto 1, Ontario

PRESS RELEASE

November 1st, 1968

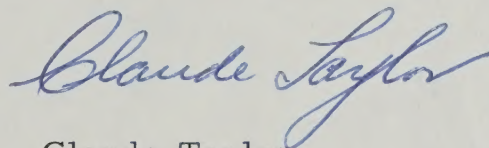
Dear Mr. Watkins:

36 2-2725
364-1471

Attached to this letter is an official press release concerning the amalgamation of Mogul Mines Limited, Canadian Dyno Mines Limited, Lorado Uranium Mines Limited and Yale Lead & Zinc Mines Limited. Complete details of the proposed amalgamation will be provided to you as soon as the information circular is received from our printers.

May we suggest that officials of the company will be available in Suite 509, 25 Adelaide Street West at 10:30 a.m. on Monday, November 4th 1968, to assist you in answering any questions that arise.

Yours very truly,



Claude Taylor,
Director - Public Relations

CT/ew

